



# M02000001428

ACCOUNT NO. : 072100000032

REFERENCE : 609167 4300123

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 125.00

ORDER DATE : June 4, 2002

ORDER TIME : 10:21 AM

ORDER NO. : 609167-005

CUSTOMER NO: 4300123

CUSTOMER: Mr. David Alpine  
Paul Hastings Janofsky &  
75 East 55th Street  
Suite #1636  
New York, NY 10022-3205

RECEIVED  
02 JUN -5 AM 11:30  
FILED  
02 JUN -5 AM 11:51  
TALAHASSEE, FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATE FILINGS  
TALAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: SUNSET HARBOUR LLC

600005692416--4

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

*M02-1428*  
*Q*

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: \_\_\_\_\_

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. SUNSET HARBOUR LLC  
(Name of foreign limited liability company)
2. State of DE  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Pending  
(FEI number, if applicable)
4. May 31, 2002  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon the filing of this instrument  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Wendy Hart, 1338 Ocean Drive, 4th FL, Miami Beach, FL 33139  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:

MBP Nominees Limited, 404 East Bay Street, Nassau, Bahamas

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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: \_\_\_\_\_

SEE SCHEDULE I ATTACHED HERETO AND MADE A PART HEREOF.

DAVID E. ALPINE  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

David E. Alpine, Authorized Representative

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

SUNSET HARBOUR LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

(City/State/Zip)

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*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

Deborah D. Skipper

(Signature)

Deborah D. Skipper  
Asst. V. Pres.

|           |                                  |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application       |
| \$ 25.00  | Designation of Registered Agent  |
| \$ 30.00  | Certified Copy (optional)        |
| \$ 5.00   | Certificate of Status (optional) |

SCHEDULE I

11. Nature of business or purposes to be conducted or promoted in Florida: To own, use, hold, sell, convey, exchange, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such real property as may lawfully be acquired, held or disposed of, and any and all lawful activities related thereto.

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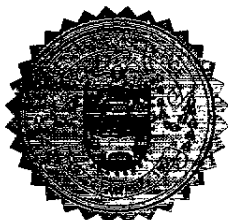
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNSET HARBOUR LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF JUNE, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3531131 8300

AUTHENTICATION: 1812233

020357720

DATE: 06-04-02